



SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

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BACKGROUND

01.

Earlier in 2014, SEBI came up with draft SEBI (Listing Obligation and Disclosure Requirements), 2014 and invited public comments.

02.

Then SEBI notified SEBI (Listing Obligation and Disclosure Requirement) LODR, 2015 on September 02, 2015

03.

With LODR Regulations, 2015, the previous Listing Agreements were substituted by simple and short Listing Agreements.

04.

LODR was effective from 90th day of their publication i.e. December 01, 2015.



In order to protect the interest of investors of listed entities and to directly govern the listing obligation, SEBI (LODR) Regulation was promulgated by the Board i.e. SEBI.

This regulation was introduced in suppression of the listing agreements which were earlier executed by the Companies with the Stock Exchange.

This Regulation prescribes different disclosure requirements for different types of listed securities.

This regulation comprises of *12 Chapters* and *XI Schedules*.

**Equity Listing
Agreement**

**Listing on SME
Exchange**

**Listing Agreements for
IDR**

**Listing of
Securitized Debt
Instruments**

**Listing of Debt
Securities**

IS ALL CONSOLIDATED INTO

SEBI (LODR) REGULATION, 2015

CORPORATE GOVERNANCE

- **Corporate governance is the system by which companies are directed and controlled.**
- **Boards of directors are responsible for the governance of their companies.**
- **The shareholders' role in governance is to appoint the directors and the auditors and to satisfy themselves that an appropriate governance structure is in place.**



APPLICABILITY

Every listed entity who has listed its specified securities on any Recognised Stock Exchange(s) either on the main board or SME Exchange or on institutional trading platform.

The Companies are required to comply with Regulations numbered from 17 to 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.



NON-APPLICABILITY

MINIMISES
RISKS

INVESTOR
CONFIDENCE

BOOST IN
REPUTATION

Listed entity having Paidup Share Capital *not* exceeding Rs. 10 crores
AND net worth *not* exceeding Rs. 25 crores as on the last day of the
previous financial year; AND

Remains below the threshold for a period of 3 consecutive year.*

A listed entity which has listed its specified securities on the SME
Exchange, provided:

1. It is a Body Corporate; or
2. Such Listed Entity is subject to regulations under another statute

then

Regulation 17 to 27 of SEBI (LODR) Regulation, 2015 shall apply only to
such an extent that it doesn't violate their respective statute.*

*(Note: * represents amended)*

Outline of Corporate Governance Regulation

Regulation 16	Definitions: 1. Control 2. Independent Director 3. Material Subsidiary 4. Senior Management
Regulation 17	Board of Directors and its composition.
Regulation 17A	Maximum Number of Directorship
Regulation 18*	Audit Committee and its composition.
Regulation 19	Nomination and Remuneration Committee and its composition
Regulation 20	Stakeholders Relationship Committee and its composition
Regulation 21*	Risk Management Committee and its composition

Regulation 22	Vigil Mechanism and its implementation.
Regulation 23	Related Party Transaction and its disclosures.
Regulation 24	Corporate governance requirements with respect to subsidiary of listed entity.
Regulation 24A	Secretarial Audit.
Regulation 25	Obligations with respect to independent directors.
Regulation 26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters.
Regulation 27	Other corporate governance requirements.

**ACCOUNTING
POLICIES**

01

**ACCOUNTING
STANDARDS**

02

**GENERALLY ACCEPTED
ACCOUNTING PRINCIPLES**

03

**04
INTERNATIONAL FINANCIAL
REPORTING STANDARDS**

The financial results shall be prepared on the basis of and accordance with:

- 1. accrual accounting policy; and**
- 2. uniform accounting practices.**

INTERIM FINANCIAL RESULTS:

The Quarterly and year to date results shall be prepared as per AS 25, IndAS 31 and Section 133 of Companies Act, 2013.

The quarterly financial results submitted shall be approved and signed by the board of directors of the company.

The quarterly and year-to-date may be either audited or unaudited financial results.

The CEO & CFO of the listed entity shall ensure before placing the financial results before the Board of Directors that it doesn't contain any false or misleading statements or figures or omits any material fact.

The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter and within sixty days for the last quarter.

The listed entity shall ensure that for the purposes of quarterly consolidated financial results, at least eighty percent of each of the consolidated revenue, assets and profits, respectively, shall have been subject to audit or in case of unaudited results, subjected to limited review.

The Listed Entity shall also submit limited review report or audit report given by an auditor who holds a valid certificate issued by the Peer Review Board of Institute of Chartered Accountants of India.

The Listed Entity shall also submit statement of Assets and Liabilities and Cash Flow Statements by the way of a note as the end of half year.

ANNUAL FINANCIAL STATEMENTS

The annual audited financial results shall be approved by the board of directors of the listed entity. The financial results submitted to the stock exchange shall be signed by the chairperson, or managing director, or a whole time director.

The listed entity shall submit audited standalone financial results for the financial year within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications applicable for audit report with modified opinion.

The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India and the listed entity may also submit the financial results, as per the International Financial Reporting Standards notified by the International Accounting Standards Board.

The applicable formats of the financial results and Statement on Impact of Audit Qualifications (for audit report with modified opinion) shall be in the manner as specified by the Board.



THANK - YOU

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